

EXHIBIT B

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ZEN JV, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 25-11195 (JKS)

(Jointly Administered)

Re: Docket No. ____

**ORDER AUTHORIZING AND APPROVING THE RETENTION OF M3 ADVISORY
PARTNERS, LP AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF ZEN JV,
LLC, *ET AL.*, EFFECTIVE AS OF JULY 2, 2025**

Upon the *Application of the Official Committee of Unsecured Creditors of ZEN JV, LLC, et al., for Entry of an Order Authorizing and Approving the Employment and Retention of M3 Advisory Partners, LP as Financial Advisor Effective as of July 2, 2025* (the “Application”);² and upon the Declaration of Robert Winning filed in support of the Application (the “Winning Declaration”); and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Application is in the best interests of the Debtors’ estates, their creditors and other

¹ The Debtors in these cases, along with the last four digits of each debtor’s federal tax identification number (to the extent applicable), are: Zen JV, LLC (0225); Monster Worldwide LLC (6555); FastWeb, LLC; Monster Government Solutions, LLC (5762); Camaro Acquisition, LLC; CareerBuilder, LLC (6495); CareerBuilder Government Solutions, LLC (6426); Luceo Solutions, LLC (4426); CareerBuilder France Holding, LLC (9339); and Military Advantage, LLC (9508). The Debtors’ address is 200 N LaSalle Street #900, Chicago, IL 60601.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application or Winning Declaration.

parties-in-interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor; and it appearing to the Court that the Application should be approved,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. In accordance with sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Committee is authorized to employ and to retain M3 Partners as its financial advisor, effective as of July 2, 2025, on the terms and conditions set forth in the Application and the Winning Declaration.
3. M3 Partners shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases in accordance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, the Compensation Procedures Order, and any other applicable procedures and orders of the Court.
4. M3 Partners shall file a notice of any increase of the hourly rates listed in the Application and serve the same on the Debtors and the U.S. Trustee.
5. M3 Partners is entitled to reimbursement of actual and necessary expenses, including legal fees related to this Application and future fee applications as approved by the Court, provided, however, that M3 Partners shall not seek reimbursement of any fees incurred defending any of M3 Partners' fee applications in these cases.
6. Notwithstanding anything in the Application to the contrary, M3 Partners shall (i) to the extent that M3 Partners uses the services of independent contractors or subcontractors (collectively, the "Contractors") in these cases, pass through the cost of such Contractors to the

estates at the same rate that M3 Partners pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for M3 Partners; and (iv) file with this Court such disclosures required by Bankruptcy Rule 2014.

7. If there may be any inconsistency between the terms of the Application, the Winning Declaration, and this Order, the terms of this Order shall govern.

8. The Committee and M3 Partners are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

9. Notice of the Application, as provided therein, is deemed to be good and sufficient notice of such Application, and the requirements of the Bankruptcy Local Rules are satisfied by the contents of the Application.

10. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

11. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation, implementation, and enforcement of this Order.